MARVEL COMICS GROUP

the X-MEN

APPROVED BY THE COMICS CODE AUTHORITY

IND.

19 APR

12¢

WWW.MARVEL.COM

IS THE **MIMIC** ANOTHER MUTANT?--OR, SOMETHING FAR **WORSE**??

(c) 2009 Marvel Characters, Inc. All rights reserved.

X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

LO! NOW SHALL APPEAR--

THE MIMIC!

THWANNG!

BOY! ONE THING'S FOR SURE-- A HAWKEYE I'M NOT!

I HOPE OUR TRAINING SESSION DOESN'T END TOO SOON--

--I'M REALLY ENJOYING THIS ISSUE!

THIS IS KID STUFF, CYKE! IF I FLEW ANY BETTER, I'D BE READY TO MOLT!

WHY IS THE BENIGN BEAST SO PREJUDICED AGAINST? IF I WERE A MERE ANTHROPOID, I'D BE RECEIVING A TUMULTUOUS OVATION BY NOW!

ONE MORE MANEUVER, ANGEL! SWOOP SHARPLY TO YOUR LEFT WITHOUT RUFFLING THE PAGES OF JEAN'S BOOK!

MONSTER UNLIMITED

YOU ARE WITNESSING A TYPICAL DAY'S ACTIVITY AT A TYPICAL PRIVATE SCHOOL! TYPICAL, THAT IS, IF THE STUDENTS HAPPEN TO BE SUPER-POWERED X-MEN--!!!

(c) 2009 Marvel Characters, Inc. All rights reserved.

STORY.....STAN LEE
PENCILS.....JAY GAVIN
INKING.....DICK AYERS
LETTERING..ARTIE SIMEK
(ALL THAT, AND FORBUSH, TOO!)

SORRY, BOBBY! DIDN'T MEAN TO SPOIL YOUR AIM!

THWANNG!

YEESH! NOW I MISSED THE WHOLE TARGET!

YEEOOWW!

THAT'S OKAY, WARRY! I DIDN'T MEAN TO TOSS A MESS OF ICE FLAKES AT YOU, EITHER!

ICEMAN! NO CLOWNING AROUND TILL THE SESSION'S OVER!

SORRY, CYKE! I THOUGHT WE WERE FINISHED!

UH OH! DON'T TRY ANYTHING, ANGEL!-- UNLESS YOU WANNA GET TICKLED WITH THIS ICY TOOTH-PICK!

YOU, MASTER ROBERT DRAKE, ESQUIRE, ARE ASKING FOR IT--!

I SAID-- NO CLOWNING AROUND!

CYKE'S POWER BEAM!

WHOK

GOSH, SCOTTY, CAN'TCHA TAKE A JOKE?

NOT WHEN THE PROF MADE YOUR TRAINING MY RESPONSIBILITY!

HE'S RIGHT, BOBBY!

SORRY, CYKE! WE'LL BOTH COOL IT NOW!

LET'S KNOCK IT OFF!

OKAY, LET'S ALL BUCKLE DOWN AGAIN!

IT'S TIME TO TRY TO BEAT YOUR OWN SPEED RECORD ON THE TRAPDOOR-OBSTACLE COURSE, HANK!

JUST TO EASE THE BOREDOM THIS TIME, I'LL ATTEMPT TO NEGOTIATE THE MANEUVER ON ONE HAND!

WAIT! WHAT OF THE DANGER?

TOO LATE! HE'S OFF!

FEAR NOT, GROUP! THE BEAST SHALL PERSEVERE!

CAREFUL, BOY--!

KLUMP

THUMP

SO FAR, SO GOOD!

WHOOP! THE TIMING SEQUENCE HAS BEEN ALTERED! AND IT'S BEEN SPEEDED UP!

MOVE, BEASTIE--LEST YOUR CELEBRATED CRANIUM BE CLOBBERED IN A MOST UNCEREMONIOUS MANNER!

FLAPPP!

GOOD WORK, HANK! YOUR TIMING WAS PERFECT!

DON'T TUNE OUT, CYKE! THERE'S MORE TO COME!

THOOMP!

MERELY PROTECTING ONESELF IN A BATTLE IS NOT QUITE ENOUGH!

THE DEFENSE MUST BE TRANSFORMED INTO AN ATTACK! VOILA!

ZIING

SORRY, ANGEL! APPARENTLY I WAS OVER-ZEALOUS!

WOOOSH

YOU CAN SAY THAT AGAIN!

JEAN! LOOK OUT!

DON'T WORRY--I'LL CHANGE ITS DIRECTION TELEKINETICALLY!

BUT WOULDN'T YOU KNOW IT?? I LOST MY PAGE!

LOOK ALIVE, HANK! THERE ARE MORE OBSTACLES TO COME--!

THUNK!

NO! THAT WILL BE ALL FOR TODAY!

PROFESSOR X!

I'VE BEEN WATCHING YOUR SESSION WITH GREAT INTEREST! YOU'VE DONE SPLENDIDLY, BUT I THINK YOU'VE HAD ENOUGH FOR ONE DAY!

BESIDES, I HAVE AN ANNOUNCE-MENT FOR YOU!

CLICK

FIRST, I'LL SHUT OFF ALL THE ELECTRONIC BOOBY-TRAPS!

AN ANNOUNCE-MENT! IS THERE SOME NEW DANGER AWAITING US?

NO NEED TO LOOK SO GRIM, SCOTT! ALL MY ANNOUNCEMENTS AREN'T NECESSARILY HARBINGERS OF TROUBLE!

SINCE YOUR BOUTS WITH THE SENTINELS AND WITH MAGNETO IN THE PAST FEW MONTHS, I'VE BEEN WAITING FOR YOU TO BECOME FULLY RECOVERED AND TO ATTAIN YOUR FIGHTING PEAK AGAIN!

WE'RE AS FIT NOW AS WE'LL EVER BE, SIR!

I AGREE, HENRY--!

AND THAT'S THE REASON I'VE DECIDED IT'S TIME YOU HAD A LITTLE VACATION!

WOW! YOU SAID THE MAGIC WORD!

MMMM! TIME OFF! A CHANCE TO BUY NEW CLOTHES!

LOOK OUT, GIRLS! HERE I COME!

LEAVE US NOT WASTE A MINUTE, BOBBY BOY!

THE PROF IS RIGHT! THEY'VE EARNED IT!

HANG ON, BEASTIE! WE'LL LEAVE VIA MY ICE EXPRESS!

LEAD ON, MACDUFF!

I'LL CONTACT YOU MENTALLY WHEN IT'S TIME TO RETURN!

IF ANY ICE MELTS ON THE FLOOR, I'M NOT MOPPING IT UP, BOBBY DRAKE!

IF ONLY I DARED TO ASK JEAN FOR A DATE--! BUT, I HAVEN'T THE RIGHT-- SO LONG AS MY POWER BEAM IS AN EVER-PRESENT DANGER!

HOW ABOUT A DOUBLE-DATE, SCOTTY BOY?

SORRY, WARREN! I'VE EH? OTHER PLANS--!

LATER THAT DAY, ON THE STEPS OF THE PUBLIC LIBRARY, IN THE CITY, WE FIND...

IT'S LUCKY THAT ZELDA DOESN'T WORK AT THE COFFEE HOUSE TODAY, HANK!

I'M RATHER APPRE-HENSIVE, THOUGH-- ABOUT THE BLIND DATE SHE PROCURED FOR ME!

CHEER UP, BUDDY! ANY GAL IS BETTER THAN NO GAL!

THERE ARE TIMES, MY FROSTBITTEN FRIEND, WHEN YOUR WISDOM VERILY BELIES YOUR YEARS!

ZELDA'S NOT HERE YET! WE MIGHT AS WELL CASE THE OTHER CHICKS!

IF IT'S ALL THE SAME TO YOU, I'LL JUST PERUSE THE TANTALIZ-ING TOMES I SEE BEFORE ME!

"OUR FRIENDS, THE BEASTS"! A MOST PROPITIOUS TITLE!

IF YOU HAVEN'T NOTICED, THESE BOOKS ARE FOR PRE-SCHOOL AGE CHILDREN!

MY DEAR YOUNG LADY, AS A FREE CITIZEN IN A FREE SOCIETY, IT BEHOOVES ME TO--

HEY, HANK! I DON'T GET IT! HERE COMES ZELDA--AND SHE'S ALL BY HER LONE-SOME!

GOSH! I GUESS HER FRIEND COULDN'T MAKE IT!

JUST AS WELL! I'M BEGINNING TO FIND THE COMPANY OF FEMALES SOMEWHAT TRYING!

WELL! AREN'T YOU THE GALLANT ONE!

HI, ZEL! WHERE'S HANK'S DATE?

RIGHT HERE, NATCH! THAT'S WHY I WANTED TO MEET IN THE LIBRARY! VERA WORKS HERE PART-TIME! I THOUGHT YOU'D ALREADY MET!

WADDAYA KNOW! YOU WERE TALK-ING TO YOUR DATE!

NOW THEY TELL ME!

DO YOU ALWAYS BLUSH THAT WAY, MR. McCOY?

IT'S THE ONLY WAY I KNOW!

Read more FREE comics on ReadComicOnline

HAVE YOU EVER NOTICED HOW *DANGER* CAN APPEAR WHEN YOU LEAST EXPECT IT? FOR EXAMPLE, AS OUR FAR-OUT FOURSOME LEAVES THE LIBRARY...

OH *DEAR!* THERE'S *CALVIN RANKIN* COMING TOWARDS US!

IS HE A BOY FRIEND OF YOURS, VERA?

NO! BUT HE'S BEEN *WANTING* TO BE! AND--HE'S SO *HOT-TEMPERED!*

SO! YOU DIDN'T HAVE TIME FOR A DATE WITH *ME* TODAY--BUT HERE YOU ARE ARM-IN-ARM WITH *THAT* CREEP!

IF YOU'RE REFERRING TO *ME*--!

I DON'T HAVE TO ANSWER TO *YOU* FOR ANYTHING, CALVIN!

BOY! IS MR. RANKIN HEADIN' FOR A *FAT LIP!*

JUST BECAUSE I'VE HELPED YOU LOCATE THE BOOKS YOU WANTED ON *MINE ENGINEERING,* THAT DOESN'T MEAN YOU CAN TELL ME WHOM TO *DATE!*

OH *NO??*

ALL RIGHT, SON! WE ARE NO LONGER *AMUSED!*

NOBODY ASKED *YOU* TO BUTT IN! I'LL KNOCK YOU CLEAR BACK TO *SQUARESVILLE!*

HEY! I NEVER SAW ANY-ONE *DODGE* SO FAST BEFORE!

OBVIOUSLY YOU'RE NOT THE *OBSERVANT* TYPE! AND NOW, IT'S *MY* TURN AT BAT--!

BUT THEN, AS HANK McCOY SWINGS EASILY, NOT WANTING TO TAKE UNFAIR ADVANTAGE OF HIS ENRAGED FOE, HE IS ASTONISHED TO SEE--

HE SIDE-STEPPED *MY* BLOW AS EFFORTLESSLY AS *I* HAD OUT-MANEUVERED *HIM!*

BUT *NOBODY* IS AS AGILE AS THE *BEAST!*

NOBODY *NORMAL,* THAT IS!

HAH! MISSED ME BY A *MILE!*

CALVIN! HANK! *STOP IT!* THERE'S NO NEED FOR A COMMON *STREET BRAWL!*

IT *CAN'T BE!* HE'S LEAPING AROUND LIKE-- THE *BEAST!*

NOW THAT I KICKED MY *SHOES* OFF, I'LL *REALLY* GO TO TOWN!

IT'S *INCREDIBLE!* HE ACTUALLY POSSESSES *MY* POWERS!

BUT, I DON'T DARE *USE* THEM MYSELF--IT WOULD MEAN REVEALING MY *X-MAN* IDENTITY TO THE GIRLS!

THAK!

THAK!

AND THEN, THE CROWNING HUMILIATION--!

BOK!

SWEET DREAMS, STUPID!

THAT'LL TEACH YA TO STAY AWAY FROM MY GIRL!
ALL RIGHT, TOUGH GUY! YOU HAD YOUR INNING! NOW IT'S MY TURN AT BAT!
HEY! DID YOU GUYS SEE WHAT HAPPENED OUT THERE?
YEAH! SOME KINDA FIGHT!
THAT WAS NO ORDI-NARY FIGHT, PAL!
HE--HE'S TURNING ICY! =UHHHH=
THWOP!
NEXT TIME YOU'LL KEEP YOUR NOSE OUTTA OTHER GUYS' BUSINESS, RUNT!
THE BIG GUY BEAT UP ONE KID--AND NOW HE'S GOIN' AFTER THE OTHER ONE! BUT LOOK AT 'IM! HE AINT NO ORDINARY BRUISER--!
DIDJA SEE THE WAY HE MOVED --AND LEAPED AROUND? AND NOW HE'S GOT SOME KINDA ICY POWER! HE'S GOTTA BE A MUTANT!
WE GOTTA SAVE THOSE KIDS FROM 'IM!
LET'S GO!
THEY'RE AFTER ME! GOTTA RUN!
YA ROTTEN MUTIE! LEAVE THOSE KIDS ALONE!
ZING
WITH THE SPEED OF THOUGHT, THE UNCANNY CALVIN RANKIN CREATES AN ICE SHIELD BETWEEN HIMSELF AND HIS ATTACKERS...!
THAT'LL HOLD 'EM OFF TILL I GET AWAY!
WOP!
POW!
WHAM!
KLUNK!
HIS POWERS--THE SAME AS THE BEAST'S --AND AS MINE! IT CAN'T BE--AND YET --IT IS! HOW? HOW?
BUT, THE WAY THEY'RE HOUNDING HIM--JUST LIKE PROFESSOR X SAID HUMANS WOULD HOUND US IF WE EVER REVEALED OUR-SELVES! I DON'T DARE TIP MY HAND BY GOING AFTER HIM!
MADE IT! THEY'LL NEVER GET ME NOW!
GOWAN--YELL AND THREATEN ALL YA WANT TO! I'M BETTER'N ANY OF YA!

LOOK AT 'EM MILLING AROUND --WONDERING WHAT TO DO NEXT! THE WEAK FOOLS!

I'M NOT AFRAID OF *ANY* OF THEM!

SAY! WAIT A MINUTE! THEY CALLED ME A *MUTANT!*

IT WAS BECAUSE I *LEAPED AROUND* AND *CLIMBED WALLS* --AND BECAUSE I HAD THE POWER OF CREATING AND USING *ICE!*

BUT--I SEEM TO REMEMBER --TWO OF THE *X-MEN* HAVE THOSE POWERS!

THAT'S *IT!* I'VE DONE WHAT NO ONE'S EVER BEEN ABLE TO DO *BEFORE!*

I'VE MANAGED TO DISCOVER THE NORMAL IDENTITIES OF TWO REAL *X-MEN!*

TOOM!

THAT'S WHO I WAS FIGHTING-- THE *BEAST* AND *ICEMAN!*

AND *THEY* THINK I'VE REALLY GOT THE SAME POWER AS THEM!

KRA SH!

THEY DON'T EVEN SUSPECT MY *REAL* SECRET! *NOBODY DOES!*

SUDDENLY, THE BLACK MOOD OF CALVIN RANKIN UNDERGOES A STARTLING *CHANGE!* IN A BURST OF SHEER ANIMAL ENERGY... OF UNCONTROLLABLE ENTHUSIASM, HE CAVORTS ALONG THE ROOFTOPS LIKE A MAN GONE *WILD....!*

I'VE MET *TWO* X-MEN SO FAR!

BUT, NOW THAT I KNOW WHO THEY *ARE,* I'LL BE ABLE TO FIND THE *REST* OF THEM!

AND WHEN I'M DONE, I'LL BE MORE POWERFUL THAN *ANY* OR *ALL* OF THEM!

THERE'S NO WAY THEY CAN *SAVE* THEMSELVES!

THIS MEANS THE *END* OF THE *X-MEN!*

THEN, FINALLY--

=WHEW!= I'M *BUSHED!* THAT WAS *SOME* WORKOUT! BUT, I GOT MYSELF ALL *OVER-HEATED!*

I'LL WHIP UP SOME *ICE* TO COOL OFF WITH!

OH, *NO!* I CAN'T *DO* IT!--ONLY A FEW DROPLETS--AND EVEN *THEY'RE* MELTING AWAY!

I SHOULD HAVE *KNOWN!* MY POWERS HAVE *VANISHED!*

IN MY EXCITEMENT, I *FORGOT* THAT MY POWERS ONLY LAST FOR A SHORT TIME--ONLY WHILE I'M *NEAR* THE ONE I'M *MIMICKING!*

I'VE GOT TO *REGAIN* THOSE POWERS--AND *MORE!* I *MUST* --TO CARRY OUT MY *PLAN!*

THUMP!

HOWEVER, BEFORE WE LEARN WHAT CALVIN RANKIN'S STRANGE *PLAN* IS, LET'S SEE WHERE HE POPS UP NEXT--

=MMMM!= WHAT A *WONDERFUL* SHOPPING TOUR! A PITY A GIRL HAS TO RUN OUT OF *MONEY* SO SOON!

I'LL JUST STOP FOR A QUICK SNACK BEFORE RETURNING TO THE SCHOOL!

BETTER *RUSH* IF I WANT A TABLE!

OH! I'M *SORRY!* I DIDN'T SEE YOU WITH THAT TRAY!

BOK!

HEY! WATCH IT!

NEXT TIME LOOK WHERE YOU'RE *GOING!* IF YOU WEREN'T A *GIRL*, I'D PASTE YA ONE!

AND IF I WEREN'T A *LADY*, I'D TELL YOU WHAT I THINK OF YOUR *MANNERS!*

I'VE NEVER *SEEN* SUCH A NASTY-TEMPERED SPECIMEN!

IF I WEREN'T AFRAID OF REVEALING MY IDENTITY, I'D TELEKINETICALLY TOSS HIM INTO A POT OF *STEW!*

Read more FREE comics on ReadComicOnline

NUTTY FEMALES! THEY'RE ALL *ALIKE!*

NOW, WHERE'S THE BLASTED *SUGAR?* OH--ON THE NEXT TABLE! I'LL HAVETA *GET* IT!

WHY COULDN'T IT BE *ON MY* TABLE IN THE *FIRST* PLACE?!!

HOLY SMOKE! IT'S COMIN' RIGHT *TO* ME --BY *ITSELF!*

ALL I HADDA DO WAS *THINK* ABOUT IT!

THE TOWN MUST BE *CRAWLIN'* WITH *X-MEN!*

MY LUCK'S COME *BACK* AGAIN! THAT CHICK *HASTA* BE *MARVEL GIRL*--THE ONE WITH THE POWER OF *TELE-KINESIS!*

IF I *FOLLOW* HER, SHE'S SURE TO LEAD ME TO THE *OTHERS!*

THE NEXT DAY--AS THE *X-MEN* CLUE THEIR LEADER IN--

IT'S *TRUE,* PROFESSOR! HE HAD THE SAME, IDENTICAL POWERS AS BOBBY AND I!

IT'S *INCREDIBLE!* YET, HE *CAN'T* BE A MUTANT! MY *CEREBRO* MACHINE REGISTERS *NEGATIVE!*

COULDN'T CEREBRO BE *WRONG,* SIR?

IMPOSSIBLE! IT WILL RESPOND TO THE PRESENCE OF A MUTANT WITHIN A *HUNDRED-MILE* RADIUS OF HERE! BUT, WE MUST LEARN HIS *SECRET!*

THE *DOORBELL!* IT'S *HIM!* I CAN MENTALLY CONFIRM HIS PRESENCE! *ADMIT* HIM, HANK!

R-R-R-RING

AND SO... HI! I'M SORRY FOR THE WAY I TANGLED WITH YOU YESTERDAY! I CAME TO APOLOGIZE-- AND TO ASK IF I CAN *JOIN* YOU!

THAT DECISION IS THE *PROFESSOR'S* PREROGATIVE! COME IN!

THE *FOOL!* HE THINKS I *MEAN* IT!

HE *KNOWS* WHO WE ARE!

Read more FREE comics on ReadComicOnline

HE'S TRYING TO *PROBE* MY MIND! BUT NOW I'VE GOT *HIS* MENTAL POWER-- SO I CAN *BLOCK* HIM!

FOR THE *FIRST TIME*, I SENSE A BRAIN AS POWERFUL AS *MINE*! HE COULD BE THE *GREATEST DANGER* WE'VE EVER FACED!

I'D LIKE YOU TO MEET THE *OTHERS*...

I'M *JEAN GREY*! I BUMPED INTO YOU YESTERDAY, AT THE CAFETERIA! I'M GLAD YOU'RE IN A BETTER MOOD NOW!

CALVIN RANKIN'S MY NAME!

IF YOU'RE WONDERING HOW I *GOT* HERE-- IT'S 'CAUSE I *FOLLOWED* YOU FROM THAT PLACE!

THEN, AFTER *SCOTT SUMMERS* HAS INTRODUCED HIMSELF...

A *GLOW*! APPEARING BEHIND HIS SMOKED GLASSES! AS THOUGH HIS *EYES* HAVE SUDDENLY BEEN ENDOWED WITH A POWER LIKE *MINE*!

GLAD TO *SEE* YA, SUMMERS! MAYBE A LOT MORE GLAD THAN YOU *SUSPECT*!

WARREN WORTHINGTON III, HUH? PUT IT THERE, PAL!

HE'S *GOTTA* BE THE *ANGEL*!

I FEEL A *SWELLING* STARTING TO APPEAR ON MY BACK! LIKE *WINGS* GETTING READY TO SPOUT!

HELLO, RANKIN!

WE MUST PLAY ALONG WITH HIM --ACT AS THOUGH WE TRUST HIM-- UNTIL WE LEARN THE EXTENT OF HIS *POWER*!

HI, DRAKE! I REMEMBER *YOU*, ALL RIGHT!

GOOD! I FEEL AS THOUGH I CAN *ICE UP* AGAIN, ANY TIME I WANT TO!

I DIDN'T *LIKE* YOU WHEN WE MET YESTERDAY--

--AND I HAVEN'T CHANGED MY MIND A BIT *TODAY*!

MY SENTIMENTS EXACTLY, RANKIN! I CAN'T FATHOM WHY YOU'RE *HERE*, BUT I SUSPECT YOUR MOTIVES ARE LESS THAN ALTRUISTIC!

THAT'S *ENOUGH*, HANK! REMEMBER--CALVIN RANKIN IS A *GUEST*!

BUT AN *UNINVITED* ONE, SIR!

NONE OF 'EM TRUST ME! BUT SO WHAT? IT'S TOO LATE FOR THEM TO *SAVE* THEMSELVES NOW!

MINUTES LATER...

PROFESSOR! WHY DID YOU PERMIT HIM TO GO UPSTAIRS? HE'LL LEARN ALL ABOUT US!

WHAT ARE WE GONNA DO ABOUT IT?

IT'S TOO LATE FOR SECRECY NOW! HE ALREADY KNOWS WHO WE ARE! AND HE FEELS HE'S POWERFUL ENOUGH TO DEFEAT US ALL!

IT'S TIME TO DON YOUR X-MEN COSTUMES! WHEN HE RETURNS--IT WILL BE TO CHALLENGE US!

AND, EVEN AS THE PROFESSOR SPEAKS--

I HAD TO GET OFF ALONE HERE FOR A MINUTE--MY SHOES WERE KILLIN' ME SINCE MY FEET GOT AS BIG AS THE BEAST'S!

IT'S A GOOD THING I PREPARED AN OUTFIT FOR MYSELF TO WEAR--!

IT'LL BE A PLEASURE TO GET THIS TIGHT BINDER OFF--

I CAN'T WAIT TO SEE THE RESULT--!

I KNEW IT! ALL I HADDA DO WAS BE NEAR THE ANGEL!

LOOKS LIKE I'M ALL SET NOW!

THAT MEANS IT'S TIME FOR ME TO TACKLE THE LOT OF 'EM!

OKAY, X-MEN! THERE'S NO NEED FOR ANY MORE PRE-TENDING!

I INTEND TO DEFEAT YOU ALL! AND, REST ASSURED--THE MIMIC HAS THE POWER TO DO IT!

I CAN'T LOSE--BECAUSE I POSSESS ALL OF YOUR OWN ABILITIES--INCLUDING THE MENTAL POWER OF PROF. X!

PROFESSOR! IT--IT ISN'T POSSIBLE! HE'S LIKE A COMBINATION OF ALL OF US!

HE DIDN'T HAVE THOSE WINGS WHEN HE FIRST ARRIVED!

NO! OBVIOUSLY HE CAN ONLY "MIMIC" OTHERS WHEN HE DRAWS NEAR TO THEM!

YOU ALL LOOK FEARFUL--AND I DON'T BLAME YOU!

NOW I'LL PROVE I'M MIGHTIER THAN ALL OF YOU!

THE MIMIC! SOMEONE WITH THE ABILITY TO DUPLICATE OUR OWN SUPER-POWERED FEATS!

HOW CAN WE FIGHT A GUY LIKE THAT??

LOOK OUT! HE'S READY TO ATTACK!

THEN, SUDDENLY, THE *MIMIC* HURTLES UPWARD, PROPELLED BY A LEAP OF BEAST-LIKE AGILITY--

THWOOM!

INSTANTLY, A MENTAL COMMAND FROM *PROFESSOR X* RINGS OUT--

ANGEL! I DON'T KNOW WHAT HE'S PLANNING-- BUT *STOP HIM!*

IT'LL BE A *PLEASURE*, SIR!

BUT, BEFORE THE HIGH-FLYING *ANGEL* CAN REACH HIS PREY, THE *MIMIC* REVERSES HIMSELF IN FLIGHT, AND...

HAH! UNLIKE *YOU*, I'VE GOT *MORE* THAN A PAIR OF WINGS!

BAM!

=UNHHHH!= HE ATTACKED THE WAY THE *BEAST* WOULD-- IF HANK COULD ALSO *FLY!*

WHO'S *NEXT?* I'LL TAKE YOU ONE AT A TIME, OR *ALL* AT ONCE!

JEAN! STOP ANGEL'S FALL-- *TELEKINETICALLY!*

ICEMAN! KEEP THE *MIMIC* AT BAY WITH AN *ICE JAVELIN*-- WHILE I TRY TO SINGE HIS WINGS!

GOTCHA, CYKE!

DID YOU *FORGET*-- I HAVE THE SAME POWER--AND THE SAME *DEFENSES* --AS *YOU* DO!

BRAK-

HE MIMICKED MY *POWER BEAM* TO SHATTER THE JAVELIN--AND STOPPED MY *OWN* BEAM WITH AN *ICE SHIELD!*

WHAP!

HE'S *LANDING!* HE THINKS WE'RE *BEATEN!*

STAY BACK, ALL OF YOU! *I'LL* TACKLE HIM --ALONE!

NO! HE'S *TOO* STRONG--TOO *UNPREDICTABLE!* YOU MUST FIGHT AS A *TEAM!*

HAH! THANKS FOR YOUR POWERS, X-MEN--!

NOW I'M GONNA *USE* 'EM TO DEFEAT THE WHOLE *LOT* OF YOU!

YOU'RE ON YOUR *OWN*, X-MEN! THE DANGER IS CLEAR-- THE TASK IS YOURS-- THE MOMENT IS *NOW*!

LEAVE SOME FOR *ME*, HANK! I'VE GOT A LITTLE *DEBT* TO REPAY!

HE *CAN'T* OUT-FIGHT US *ALL*!

FIRST COME-- FIRST SERVED!

ALL AT *ONCE*? *GOOD*! I'LL BE ABLE TO END IT *FASTER* THIS WAY!

CAREFUL, CYKE --HE MUST HAVE SOMETHING UP HIS SLEEVE!

IT'S TOO LATE FOR CAUTION! *NOTHING'LL* STOP US *NOW*!

BUT SUDDENLY, A SHARP MENTAL COMMAND IS HEARD--

X-MEN! HALT! BEHIND YOU-- QUICK! LOOK BEHIND YOU!

BEHIND US?? WHERE? WHAT CAN IT *BE*?

IT WAS A *RUSE*! THE *MIMIC* DID IT!

NATURALLY! FOR NOW *I* POSSESS THE SAME MENTAL POWER AS *PROFESSOR X*!

HERE'S *SNOW* IN YOUR EYE, CYCLOPS!

AND SOME *HAIL* IN *YOURS*, MIMIC! NO MATTER *HOW* MANY POWERS YOU HAVE, YOU CAN'T BE EVERYWHERE AT *ONCE*!

THUMP

WHIT

UNHH!

A MOST EFFECTIVE MANEUVER, BOBBY! AND NOW, ALLOW *ME* TO PERFORM THE *COUP DE GRACE*!

BAM!

IT WOULD APPEAR THAT THE TIME HAS COME FOR OUR *MOMENT OF TRUTH*, MR. RANKIN!

HOLD ON, HANK! I'LL TRY TO *TOPPLE* HIM BY APPLYING *TELEKINETIC FORCE* TO HIS LEGS!

I'VE GOT TO KEEP REMINDING MYSELF WE'RE NOT ATTACKING ONE OF *US* WHEN WE FIGHT THE *MIMIC*!

HOW ABOUT THAT! WE BEAT HIM!

AND IN RECORD TIME, TOO!

A MOST EXEMPLARY EXAMPLE OF X-MEN PROWESS!

HAVE YOU HAD ENOUGH, MISTER RANKIN?

I DON'T LIKE IT! HE STILL LOOKS DANGEROUS TO ME!

YOU'RE RIGHT, SCOTT!

THEN, MOVING WITH THE COMBINED SPEED AND AGILITY OF THE ANGEL AND BEAST THEM-SELVES--

STAY BACK-- ALL OF YOU!

HE'S SEIZING MARVEL GIRL!

SUDDENLY, A POWERFUL, TELEPATHIC THOUGHT RINGS OUT--!

LET HIM GO, CYCLOPS! DO NOT STOP HIM!

THE ORDER STANDS!! HOLD YOUR GROUND! DO NOT ATTACK!

BUT--ONE BLAST OF MY RAY--!

HAH! I WAS TOO FAST FOR THEM!

SECONDS LATER...

WHERE ARE YOU TAKING ME??--AND WHY? DON'T YOU KNOW HOW HOPELESS THIS IS? THERE'S NO PLACE YOU CAN GO WHERE THE X-MEN WON'T FIND YOU!

YOU BELIEVE IT! I CAUGHT THAT THOUGHT THE PROFESSOR THREW! HE'S AFRAID OF ME! ANYWAY-- I WANT THEM TO FOLLOW ME! THAT'S WHY I GRABBED YOU!

MY WINGS--GETTING SMALLER --MY BODY'S TURNING NORMAL --BECAUSE I'VE LEFT THEM! ALL I'LL KEEP IS THE GIRL'S TELEKINETIC POWER-- BECAUSE SHE'S STILL NEAR ME!

AND, SOME DISTANCE BEHIND THE SPEEDING CAR, WE FIND--

I HAD TO LET HIM ESCAPE--SO THAT HE CAN LEAD US TO HIS DESTINATION!

I PRAY THAT YOU'RE RIGHT, SIR! IF ANY HARM SHOULD COME TO MARVEL GIRL-- I'D--!

BY PROBING HIS BRAIN, I KNEW THAT JEAN WOULD BE SAFE!

IS THAT THE SENTIMENT OF THE DEPUTY LEADER OF THE X-MEN--OR THE ANGUISHED FURY OF A YOUNG MAN IN LOVE?

THEN, A SHORT TIME AFTERWARD...

A DESERTED MINE! BUT WHY--??

IT'S MORE THAN A SIMPLE MINE! LET'S GO! I'LL SHOW YOU--!

IT'S AMAZING! HIS WINGS ARE GONE--AND HIS BODY NO LONGER RESEMBLES THE BEAST!!

HOW ON EARTH CAN HE KEEP CHANGING THAT WAY?

SOON, DEEP WITHIN THE MINE, JEAN GREY IS ASTONISHED TO FIND--

LIVING QUARTERS!! IT'S A PLACE FOR SOMEONE TO LIVE--IN COMFORT --AND IN SECRET! BUT FOR WHAT PURPOSE??

WHILE WE WAIT FOR THE X-MEN TO FIND ME, I'LL TELL YOU A LITTLE STORY --!

THEN, PERHAPS YOU'LL FINALLY UNDERSTAND THE SECRET OF THE MIMIC!

"IT'S THE STORY OF A YOUNG BOY WHOSE FATHER WAS A SCIENTIST, WORKING ON A STRANGE, DANGEROUS EXPERIMENT,.. MORE DANGEROUS THAN ANY OF THEM DREAMED!

DAD--?

I'VE TOLD YOU TO STAY OUT WHEN I'M WORKING!! THIS ROOM IS OFF LIMITS TO YOU!

"BUT, THE BOY WAS YOUNG--FOOLISH--AND DEFIANT! ONE DAY, WHEN HIS FATHER WAS OUT ON AN ERRAND, HE TRIED TO SATISFY HIS YOUTHFUL CURIOSITY-- AND THEN--

OH! I KNOCKED OVER A BEAKER--!

GAS!! FILLING THE AIR ALL AROUND ME!! CAN'T STOP BREATHING IT IN--!

SSSSSSSS

"COUGHING, GASPING, HIS EYES SMARTING, HE CAREFULLY CLEANED UP THE LAB AND THEN LEFT! BUT, IN THE MONTHS AND YEARS THAT FOLLOWED, STRANGE THINGS BEGAN TO HAPPEN, MORE AND MORE FREQUENTLY--!

I DON'T GET IT! BLACKIE'S THE SCHOOL BOXING CHAMP --AND I'M A DUD! BUT I'M FIGHTING AS GOOD AS HE IS!!

LATELY, WHENEVER I'M NEAR ANYONE, I SEEM ABLE TO DO WHATEVER THEY CAN DO!

POW!

"IT WAS THAT WAY ALL THRU SCHOOL! HE WAS AS GOOD AS THE BEST ATHLETES--SO LONG AS HE WAS NEAR TO THEM! THERE WAS NOTHING HE DIDN'T EXCEL AT! AND, AS HIS ABILITY GREW, SO DID HIS ARROGANCE--AND HIS CONCEIT!

THAT'S YOUR FIFTH HOMER-- IN FIVE TIMES AT BAT!!

NATURALLY! IT'S NOT HARD WHEN YOU'RE PLAYING AGAINST A BUNCH OF NO-TALENT MISFITS!!

THWAK

"EVEN WHEN HE WAS IN CLASS, HE ALWAYS SEEMED TO KNOW AS MUCH AS THE TEACHER! EVENTUALLY, THE DISLIKE WHICH THE OTHER STUDENTS HAD FOR HIM TURNED TO DISTRUST--THEN TO ACTUAL SUSPICION--AND FEAR--!

I TELL YOU, THERE'S SOMETHING SCARY ABOUT THE WAY HE'S GOOD AT EVERYTHING!

YOU'RE RIGHT! IT REMINDS YOU OF A ROBOT OR SOMETHING!! HE'S LIKE A MACHINE!

I NEVER HEARD OF ANYONE BEING TOPS AT EVERY SPORT--AND GETTING STRAIGHT A'S IN EVERY SUBJECT--WITHOUT EVEN TRYING!

I SHOULD WORRY WHAT THEY THINK OF ME! I'M BETTER'N ALL OF THEM! THEY'RE JUST JEALOUS OF ME, THAT'S WHAT!

"BUT, THE BOY'S *FATHER* FINALLY BECAME AWARE OF WHAT HAD HAPPENED! HE KNEW MEN WOULD SOME DAY RISE *AGAINST* HIS SON--AND SO HE TOOK HIM TO A LONELY CAVE...

WE WILL LIVE HERE UNTIL I'VE FOUND A WAY TO *HELP* YOU!

IF ONLY MY POWERS WOULD BE *PERMANENT* --AND NOT LEAVE ME WHEN I'M NO LONGER NEAR THE ONE I'M MIMICKING!

MOVING CO.

"FOR MONTHS THEY HID IN THE CAVE WHILE THE SCIENTIST BUILT A *MACHINE*--ONE WHICH WOULD MAKE THE BOY'S POWER LAST *FOREVER!* BUT THE MACHINE DRAINED SO MUCH *CURRENT,* THAT IT SHORT-CIRCUITED EVERY FUSE IN THE COUNTY--!

LISTEN! THE *WARNING SIGNAL!* SOMEONE IS *COMING!*

ACCORDING TO THE *RADIO,* PEOPLE ARE *SUSPICIOUS* OF WHAT'S BEEN HAPPENING HERE! THEY KNOW THERE ARE POWERFUL *MACHINES* OPERATING, BUT DON'T KNOW *WHY!*

BEEP...BEEP... BEEP...BEEP...

THEY'VE TRACED THE SOURCE OF THEIR POWER BREAKDOWN TO OUR *CAVE!* AN ANGRY, FEAR-CRAZED MOB IS CAPABLE OF *ANYTHING!*

WE'VE GOT TO *PROTECT* OURSELVES! I'LL DETONATE THE MAIN EXPLOSIVE CACHE, SEALING OFF THE MINE ENTRANCE!

IF ONLY THEY'D WAITED A LITTLE *LONGER*--IT WOULDN'T HAVE *MATTERED!*

"BUT, IN SETTING OFF THE EXPLOSIVES, THE SCIENTIST UNDERESTIMATED THE FORCE OF THE BLAST, AND--HE WAS UNABLE TO ESCAPE IN TIME--!

KA-BOOM!

"HOURS LATER, AFTER THE MOB HAD FINALLY DISPERSED, THE SON DUG HIMSELF TO FREEDOM--HIS HEART POUNDING WITH AN UNQUENCHABLE DESIRE FOR *VENGEANCE--!*"

I'LL MAKE THEM *PAY* FOR WHAT HAPPENED TO YOU, DAD! EVEN THOUGH YOUR *MACHINE* WAS BURIED UNDER ALL THE DEBRIS, I'LL FIND *SOME* WAY TO REACH IT AGAIN--!

--AND WHEN I *DO,* I'LL BECOME THE MIGHTIEST MAN IN THE *WORLD!* I'LL GAIN THE POWER OF EVERYONE I MEET--AND I'LL *KEEP* ALL THAT POWER--*FOREVER!*

THEN--*YOU* WERE THAT BOY! AND YOU *WANT* THE X-MEN TO FOLLOW YOU HERE, SO YOU CAN TRICK *THEM* INTO REACHING THE MACHINE FOR YOU!

RIGHT! AND *YOU'RE* THE BAIT THAT WILL *BRING* THEM TO ME!

AHHH! MY *WINGS* ARE BEGINNING TO SPOUT AGAIN! THAT MEANS THEY'RE GETTING *CLOSER!*

IT'S TIME TO *GREET* THEM NOW--AS I OPEN THE DOOR *TELEKINETICALLY,* WITH THE POWER I'VE MIMICKED FROM *YOU!*

MY ONLY **WEAKNESS** IS THE FACT THAT MY POWERS **FADE** WHEN THE ONE I'M MIMICKING ISN'T NEAR ME!

BUT, MY FATHER'S **MACHINE** WILL MAKE MY POWERS **PERMANENT!** ALL I HAVE TO DO IS FIND A WAY TO **REACH** THE MACHINE--BEHIND ALL THOSE TONS OF RUBBLE!

MY WINGS ARE **FULL SIZE** NOW! SO I KNOW THE **X-MEN** ARE JUST OUTSIDE THE CAVE!

THAT MEANS I CAN USE PROFESSOR X'S **MIND POWER** AT LAST!

IT'S **WORKING!** THE MENTAL POWER I'M NOW ABLE TO MIMIC FROM THE PROFESSOR CAN EASILY LOCATE THE EXACT SPOT WHERE THE **MACHINE** LIES BURIED!

THE **FOOLS!** THEY DON'T SUSPECT THAT I **WANTED** THEM TO FOLLOW ME--SO I COULD USE THEIR OWN POWERS TO DEFEAT THEM--AND THE ENTIRE **WORLD!**

HAH! I **KNEW** CYCLOPS WOULD HAVE TO BE **WITH** THEM! NOW, BY MIMICKING HIS **FORCE BEAM,** I CAN BLAST MY WAY THRU THE DEBRIS IN **MINUTES!**

JUST A FEW MINUTES MORE, AND I'LL TRIUMPH OVER ALL **MANKIND!**

WHRRAK!

WHILE, OUTSIDE THE MINE--

A DESERTED MINE SHAFT! **NOW** WHAT?

HE **WANTED** US TO FOLLOW HIM! HE DIDN'T EVEN ATTEMPT TO SHIELD HIS MIND FROM MY MENTAL PROBE!

SHEER FOLLY ON HIS PART, I'D SAY!

IF HE'S **IN** THERE, WE'LL FIND HIM! HE WON'T ESCAPE FROM US **AGAIN!**

HE IS IN THERE **INDEED!** I CAN PROMISE YOU THAT!

WHAT OF **JEAN,** PROFESSOR? CAN YOU MENTALLY **SCAN** THE AREA AND TELL IF SHE'S ALL RIGHT??

IF SHE'S BEEN **HARMED,** NO POWER ON EARTH WILL SAVE THE MIMIC FROM ME!

WHY WOULD HE HAVE WANTED US TO PURSUE HIM INTO A **MINE?** WE'RE NOT EVEN MEMBERS OF THE **PROSPECTORS' UNION!**

WHEN I HEAR THAT TONE IN CYKE'S VOICE, I WOULDN'T WANNA BE HIS **ENEMY** IF I WAS AS STRONG AS A **HUNDRED** MIMICS!

SHE'S PERFECTLY SAFE, SCOTT! IT WON'T BE LONG BEFORE WE **REACH** HER....!

SHE'S DIRECTLY BEHIND THAT IRON DOOR! USE YOUR POWER BEAM'S **LOWEST** INTENSITY, CYCLOPS--SO IT DOESN'T PENETRATE TOO FAR!

I UNDERSTAND, SIR! JUST ENOUGH FORCE TO SHATTER THE **LOCK!**

PFFT!

YOU **DID** IT!

SECONDS LATER, UPON REACHING THE CAPTIVE GIRL, SCOTT SUMMERS SILENTLY TAKES HIS PLACE BEHIND THE PROFESSOR'S WHEELCHAIR ONCE AGAIN...

I KNEW YOU'D REACH ME! I **KNEW** IT!

STRANGE--SCOTT DOESN'T SEEM TO WANT MARVEL GIRL TO REALIZE HOW DESPERATELY **CONCERNED** ABOUT HER HE WAS!

BUT-- WHERE'S THE **MIMIC?**

AND, EVEN AS HANK McCOY ANXIOUSLY ASKS THE QUESTION WHICH IS UPPERMOST IN ALL THEIR MINDS...

I'M ALMOST **THERE!** JUST ONE MORE BLAST--!

BRAK!

THAT **DID** IT! I CAN SEE THE **OPENING** JUST AHEAD--!

THE **MACHINE!** I **SEE** IT! JUST AS DAD LEFT IT!

THE EXPLOSION DIDN'T DO ANY DAMAGE TO THE INNER CAVE!

THAT MEANS I'VE WON! I'VE **WON!**

THERE! I'VE ACTIVATED THE MASTER SWITCH! THE CURRENT IS **ON!** EVERYTHING IS **SET** FOR ME!

ALL I NEED DO IS STAND UNDER THE MACHINE, AND THEN, NO POWER ON EARTH WILL BE ABLE TO STOP ME! THE **WORLD** WILL BE **MINE!**

ZAP!

WHA--??!

HOLD IT, MIMIC!

THE X-MEN! YOU FOOLS-- YOU'RE TOO LATE!
WE'LL SEE ABOUT THAT!
GET HIM!
LOOK OUT! HE'S CREATING AN ICE WALL!
THAT, MY FRIEND, IS PAINFULLY APPARENT!
HOW CAN YOU HOPE TO BATTLE SOMEONE WHO CAN HURL YOUR VERY OWN WEAPONS AGAINST YOU?
NOW, WATCH HOW I EASILY CAUSE THIS ICY BARRIER TO TOPPLE--
--AND SEIZE THE ADVANTAGE BY FLYING OVER ALL YOUR HEADS!
WHUMP!
HOLD IT! NO ONE MOVE! HE'S GOT THE PROFESSOR!
STAY BACK-- ALL OF YOU! I'LL HANDLE THIS MY-SELF!
YOU'RE WHISTLING IN THE DARK, MISTER-- AND YOU KNOW IT!
BUT WE MUST ACT! IF HE USES THAT MACHINE--!
THERE'S NOTHING THEY CAN DO-- WHILE I HAVE YOU!
DON'T ATTACK! HE CAN'T WIN! YOU MUST TRUST ME!
HAH! AT THE LAST MINUTE, YOU REVEALED YOURSELF FOR THE COWARD YOU ARE, PROFESSOR! YOU HELD THEM OFF--FEARING FOR YOUR OWN SAFETY!
AND SO, I HAVE TRIUMPHED! MY POWERS WILL NOW BE PERMANENT!
THERE IS NOTHING I CANNOT DO! ALL MANKIND WILL BE AT MY FEET! MY FATHER WILL NOT HAVE DIED IN VAIN!
BUT THEN, A STARTLING, UNEXPECTED TURN OF EVENTS OCCURS--
THE MIMIC COLLAPSED! I'LL GRAB THE PROFESSOR!
BEAST! QUICKLY! TAKE THE MIMIC! THIS ENTIRE PLACE WILL BLOW UP WITHIN MINUTES! WE'VE GOT TO ESCAPE!
BUT WHY? HOW?
SOME TIME TO PLAY 20 QUESTIONS!

JEAN! LEVITATE YOURSELF--HURRY, GIRL!

DON'T WORRY, SCOTTY! I CAN KEEP UP WITH ALL OF YOU EASILY!

YEAH! IT'S EASIER FOR *HER* THAN FOR *ME!* SHE DOESN'T HAVETA WORRY ABOUT RUNNING OUT OF *ICE!*

HOW CAN YOU BE SURE THE MINE WILL *BLOW UP,* SIR?

THUMP!

THUMP!

I *MYSELF* CAUSED THE SHORT-CIRCUIT--*MENTALLY!*

THIS IS NO AVOCATION FOR ONE WHO ESPOUSES A LIFE OF *LEISURE!*

WHOOM!

WE *MADE* IT! WE'RE *SAFE!*

÷*WHEW!*÷ TALK ABOUT THE *NICK'A TIME--!*

LOOK! THE *MIMIC!* I DON'T *GET* IT! HIS *WINGS* ARE GONE!

AND HIS *FIGURE*--IT DOESN'T RESEMBLE THE *BEAST'S* ANY MORE!

WHAT *CHANGED* HIM? HE'S STILL *NEAR* US!

IT WAS HIS FATHER'S *MACHINE! THAT* PROVED TO BE HIS UNDOING--HIS GREATEST *MISTAKE!*

YOU MEAN HIS FATHER'S MACHINE *FAILED,* PROFESSOR?

ON THE CONTRARY --IT WORKED *PERFECTLY!*

THEN, A SHORT TIME LATER...

YOU SEE, DR. RANKIN *KNEW* THE POWERS OF MIMICRY, WHICH HIS SON HAD ACCIDENTALLY OBTAINED, COULD ONLY LEAD HIM INTO TERRIBLE *TROUBLE!*

AND SO, ALTHOUGH THE LAD DIDN'T REALIZE IT, HIS FATHER CREATED A MACHINE TO TAKE THOSE POWERS *AWAY--*

AND NOW, SINCE I'VE MENTALLY REMOVED HIS MEMORY OF ALL THAT HAS OCCURRED, HE IS FREE TO *LEAVE...* A NEW, NORMAL LIFE AWAITS HIM!

SO *THAT'S* WHY YOU WANTED US TO LET HIM USE THE MACHINE! YOU SENSED IT ALL THE TIME!

I WONDER WHAT *WOULD* HAVE HAPPENED IF HE HAD *GAINED* THE POWER HE WANTED??

LUCKY FOR US--AND FOR THE *WORLD*--WE'LL NEVER KNOW!

NEXT ISH: *The RETURN of* UNUS! THE BLOB! --AND THE MYSTERIOUS LUCIFER!

'NUFF SAID!

MINUTEMEN

Blunt

Brian Azzarello